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"We Are Like Kin"

**Muskoka Indigenous
Friends Cultural Centre**

By-law No. 1

May 12, 2022

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Muskoka Indigenous Friends Cultural Centre

BYLAW NO. 1

A Bylaw relating to the conduct of the business and affairs of

MUSKOKA INDIGENOUS FRIENDS CULTURAL CENTRE

(formerly: Muskoka Indigenous Friendship Centre)

(herein called MIFC)

PREAMBLE

The ***Muskoka Indigenous Friends Cultural Centre*** is a not-for-profit organization established in accordance with legislation for the purpose of supporting local initiatives and the community at large by promoting physical, economic, social, and cultural well-being through programs that help to build sustainable futures for Indigenous people.

DEFINITION

“**Act**” means the *Ontario Not-For-Profit Corporations Act, 2021 (ONCA)* and the regulations made under it as may be amended from time to time.

“**AGM**” means Annual General Meeting.

“**Board**” or “**Directors**” means the Board of Directors of the MIFC.

“**Bylaws**” means this Bylaw and all other bylaws that may be passed.

“**Chair**” means the Chairperson of the Board of Directors

“**Corporation**” means the Muskoka Indigenous Friends Cultural Centre or MIFC (effective 20 March 2024). The corporation that has passed these bylaws under the ONCA or that is deemed to have passed these bylaws under the Act. (*Formerly the Muskoka Indigenous Friendship Centre 17 June 2022 to 19 March 2024*).

“**Director**” means an individual occupying the position of Director of the Corporation or such other title that may be given.

“**Member**” means a person who is a member of MIFC pursuant to the provisions of the ONCA or the articles and bylaws of the MIFC governing membership.

“**Muskoka**” means The District Municipality of Muskoka and consists of the Towns of Bracebridge, Gravenhurst, and Huntsville, as well as, the Townships of Lake of Bays, Muskoka Lakes, and Georgian Bay encompassing both Moose Deer Point First Nation and Wahta First Nation.

“Special Resolution” means a resolution that is not effective until it is,

- a) Passed by the Directors of the MIFC
- b) Confirmed, with or without variation, by at least fifty percent plus one (50% + 1) of the votes cast at a general meeting of the members of the MIFC duly called for that purpose, or such greater proportion of the votes cast as the articles provide.

“Telephonic or Electronic” means telephone calls or messages, facsimile messages, electronic mail, transmissions of data or information through automated touch-tone telephone systems, transmission of data or information through computer networks, any other similar means or any other prescribed means.

Interpretation

Other than as specified, all terms contained in this Bylaw that are defined in the Act shall have the meanings as given to such terms in the Act. Words importing the singular include the plural and vice versa, and words importing one gender include all genders.

ARTICLE 1: GENERAL

1.1 ONTARIO NOT-FOR-PROFITS CORPORATION ACT (ONCA)

The affairs of the **MIFC** will be governed by and conducted in accordance with the Ontario Not-For-Profits Corporation Act, as amended from time to time (the “Act”). Certain provisions of the ONCA relate to matters not dealt with in the Bylaws of the MIFC and should be consulted where applicable.

1.2 HEAD OFFICE

The head office of the ***Muskoka Indigenous Friends Cultural Centre (MIFC)*** shall be located at 375 Muskoka Beach Road, Gravenhurst, ON P1P 1M9, and at such place therein as the directors may from time to time determine.

1.3 ACTIVITIES/PURPOSE

The purpose of the ***Muskoka Indigenous Friends Cultural Centre (MIFC)*** is to improve the quality of life for First Nations, Inuit, and Metis, both Status and Non-Status people who reside in the urban environment of The District Municipality of Muskoka and consists of the Towns of Bracebridge, Gravenhurst, and Huntsville, as well as, the Townships of Lake of Bays, Muskoka Lakes, and Georgian Bay, encompassing both Moose Deer Point First Nation and Wahta First Nation.

To accomplish this purpose, the activities of the Muskoka Indigenous Friends Cultural Centre are restricted to:

- a) Establishing and operating multi-functional community cultural centres throughout the Muskoka region. Community hubs that will be used for workshops, programs, athletics, art, music, handicrafts, hobbies, cultural teachings, and recreation for the benefit of the urban Indigenous community of the region. Open to both Indigenous and Non-Indigenous people.
- b) To support self-determined activities which respects the Indigenous cultural distinctiveness of the members and broader community while encouraging equal access to, and participation in Canadian society.
- c) To provide a wide array of programs and services throughout The District Municipality of Muskoka to support Indigenous people of all ages.
- d) To locate and use various natural land settings for healing and teaching purposes. To maintain the natural landscape and ecosystem.
- e) To provide opportunities for Indigenous youth in The District Municipality of Muskoka to develop their skills and leadership potentials and to increase their understanding of their Indigenous culture, traditions, languages, and values.

- f) Assisting in relieving conditions associated with aging by providing specially adapted cultural and social activities in order to increase mobility and relieve loneliness for the aging members of the Muskoka urban Indigenous community.
- g) Undertaking activities ancillary and incidental to the attainment of the above charitable purposes as may be identified from year to year.

1.4 BYLAWS

- a) Subject to the Act and the Articles of Incorporation or restated Articles of Incorporation of the MIFC, the directors may pass Bylaws that regulate the business and affairs of the MIFC.
- b) No Bylaw shall be effective until it is:
 - a. Passed by the directors of the MIFC.
 - b. And confirmed, with or without variation, by at least fifty percent plus one (50%+1) of the votes cast by members in person at a general meeting of the member of the MIFC duly called for that purpose.

1.5 CORPORATE SEAL

The MIFC may have a corporate seal in the form approved from time to time by the Board. If a corporate seal is approved by the Board, the Secretary of the MIFC shall be the custodian of the corporate seal.

1.6 AMENDING THE ARTICLES OF INCORPORATION

The MIFC may amend its Articles of Incorporation by special resolution of the members, except that the MIFC shall not amend its Articles of Incorporation so that it is no longer a non-profit community centre, and no attempt to do so shall be effective.

ARTICLE 2: MEMBERSHIP

2.1 MINIMUM NUMBER OF MEMBERS

The MIFC shall have at all times five (5) or more members. Any member who is aware that the MIFC exercised its corporate powers following the date which is six (6) months after the number of members of the MIFC have been reduced to less than five (5), may become personally liable for the debts of the MIFC in accordance with S. 145(1) of the Act.

2.2 CONDITIONS OF MEMBERSHIP

2.2.1 The membership shall consist of the applicants for the incorporation of the corporation so long as they continue to be members and such other individuals as are admitted as members by the Board of Directors from time to time.

Applicants for membership **must reside** and continue to reside during their membership within **The District Municipality of Muskoka**.

2.2.2 Members may withdraw from membership in the MIFC, at any time, by sending a written notice of resignation to the Secretary of the Board of Directors.

2.2.3 In the case of resignation, a member shall remain liable for payment of any assessment or other sum levied or which becomes payable by them to the Corporation prior to their resignation.

2.2.4 Each member in good standing shall be entitled to **one (1) vote** on each question arising at any special or general meeting of the members.

2.2.5 Each member shall promptly be informed by the Secretary of the Board or a designate of their admission as a member. A membership number and/or card shall be issued forthwith.

2.2.6 A member may be expelled from, for cause, by resolution passed by a majority of the Board at a meeting duly called for that purpose, no later than thirty (30) days before the date set for the AGM of the MIFC. The procedure governing the expulsion and all proceedings prior and subsequent thereto, including the right to appeal, shall be governed by the provisions in the Act.

2.3 CLASSES OF MEMBERSHIP

There shall be two (2) classes of membership in the Corporation, namely:

2.3.1 **FULL Member**, who shall be persons over the age of 18 years and who **identify** themselves as Indigenous persons, Status or Non-Status.

2.3.2 **ASSOCIATE Member**, who shall be persons over the age of 18 years who **do not identify** themselves as Indigenous persons.

2.4 MEMBERS RIGHTS

The classes of membership shall possess the following rights:

2.4.1 **FULL Members** in good standing are entitled:

- a) To attend all special and general meetings of members and to receive notice of such meetings;
- b) To be elected as a Director and Officer of the Corporation, and
- c) To one (1) vote on each question arising at any special or general meeting of the members.

2.4.2 **ASSOCIATE Members** in good standing are entitled:

- a) To attend all special and general meetings of members and to receive notice of such meetings.

b) To be elected as a Director of the Corporation and Officer of the Corporation, restricted to the position of Treasurer or Secretary only.

c) To one (1) vote on each question arising at any special or general meeting of members.

2.5 MEMBERSHIP DUES

The MIFC Board shall review the membership fees from time to time. This shall be reflected in the Policies.

2.6 MEMBERSHIP NOT TRANSFERABLE

Memberships in the MIFC are not transferable.

ARTICLE 3: MEETINGS OF MEMBERS

3.1 ANNUAL GENERAL MEETINGS

3.1.1 The MIFC shall hold at least one (1) members meeting each year designated as the Annual General Meeting. There must be one (1) held not later than eighteen (18) months after incorporation, and subsequently not more than fifteen (15) months after the last preceding AGM and not more than six (6) months after the previous fiscal year of MIFC. The Annual General Meeting or any other general meeting of the members shall be held at a place within The District Municipality of Muskoka region that the Board of Directors may determine and on such day as the said Directors shall appoint.

3.1.2 At every Annual General Meeting, in addition to any other business that may be transacted,

- The election of Directors
- Report of the Directors, committees, and/or staff
- Financial Statements
- And the Auditor's Report shall be presented, and appointed (if necessary),

The members may consider and transact any business either special or general without any notice thereof at any meeting of the members.

3.2 SPECIAL GENERAL MEMBERS MEETINGS

A majority of:

- The Board of Directors
- Or, the Chair,
- Or, the Vice-Chair

Shall have the power to call, at any time, a general meeting of the members of the Corporation.

3.3 REQUISITION FOR GENERAL MEETING

3.3.1 Forty percent (40%) of the members of the MIFC may requisition to call a general meeting of the members for any purpose that is connected with the affairs of the MIFC and that is not inconsistent with the ONCA.

3.3.2 The requisition shall state the general nature of the business to be presented at the meeting, shall be signed by the requisitioner(s) and shall be deposited at the Head Office of the MIFC or hand-delivered to the Chair or Secretary of the Board of Directors.

3.3.3 On receipt of the requisition, the Board of Directors shall call a special general meeting of the members for the transaction of the business stated in the requisition.

3.3.4 Subject to subsection 3.3.6, if the Board does not call the meeting within five (5) days from the date of deposit of the requisition or hold the meeting within thirty (30) days from the date of the deposit, any of the requisitioner(s) may call the meeting within sixty (60) days from the date of the deposit of the requisition.

3.3.5 A meeting called upon this section shall be called in the same manner as meetings of the members as called under sections 3.4 to 3.10.

3.3.6 The MIFC may reimburse the requisitioner(s) for any reasonable expenses incurred by them because of the action taken under subsection 3.3.4, unless, at the meeting, the members, by a majority of votes, reject the reimbursement of the requisitioner(s), or unless a quorum of members is not present at the meeting.

3.3.7 The Board shall not be obligated to call a general meeting of the members, if an annual, regular, or special meeting is scheduled within the thirty (30) day period mentioned in subsection 3.3.4.

3.4 NOTICE OF MEETINGS OF MEMBERS

3.4.1 Notice of each general meeting of members shall be posted in various locations, not less than ten (10) days or more than fifty (50) calendar days prior to the date of the meeting. In computing time for the giving of the notice, the day of giving the notice shall not be counted and the day of the meeting shall not be counted.

3.4.2 The notice shall specify the time and place of the meeting if different from the Head Office.

3.4.3 No business shall be transacted, and no resolution or bylaw adopted or confirmed by the members, unless the general nature of that item of business was set out in or with the notices mentioned above. If at the beginning of the meeting, all members present consent to discuss and decide upon any other matter then it shall be included in the agenda.

3.4.4 No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the members of the MIFC shall invalidate such meeting or make void any proceeding taken thereat. For the purpose of sending notice to any member, Director, or Officer for any meeting or otherwise, the address of any member, Director or Officer shall be their last address recorded on the books of the MIFC.

3.5 QUORUM

A quorum for the transaction of business at a Members meeting in 10% of the Members entitled to vote at the meeting. If a quorum is present at the opening of a meeting of the Members, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.

3.6 CHAIR AT MEETINGS

The Chair, or in the absence of the Chair, the Vice Chair, shall preside as Chair at meetings of members, unless the members at the meeting choose a different person to be Chair.

3.7 VOTING OF MEMBERS

Each member of the MIFC shall have only one (1) vote at any meeting of members. Members may vote in person, by telephonic, or electronic means, except for the election of directors, where the ballot can be submitted in a sealed envelope to the Chair anytime before the vote is counted.

At all meeting of members, every question shall be decided by a majority of the votes of the voting members present in person, except for the election of Directors which will always be decided by a poll. Every question shall be decided in the first instance by a show of hands unless a poll is demanded by any member. Upon a show of hands, every member having voting rights shall have one (1) vote and unless a poll be demanded, the Chair declares that a resolution has been carried or not carried and an entry to that effect in the minutes of the Corporation shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes recorded in favor of or against such resolution.

The demand for a poll may be withdrawn, but if a poll be demanded and not withdrawn the question shall be decided by a majority of votes given by the voting members present in person, and such poll shall be taken in such a manner the Chair shall direct and the result of such poll shall be deemed the decision of the corporation in a general meeting upon the matter in question.

In case of an equality of votes at any general meeting, whether upon a show of hands, or at a poll, the Chair shall be entitled to a casting vote.

3.8 PROXY VOTING

Let it be known that the Act prohibits many forms of Proxy Voting. Important decision making requiring the votes of members to pass, must be done personally and not by proxy. This is law, as well as being your fiduciary duty as a member to not pass off your decision-making responsibilities.

3.9 ATTENDANCE BY NON-MEMBERS

Non-members may only attend meetings with the permission of the Board. Non-members can speak only with the permission of the Chair of the meeting and may not propose motions.

3.10 ATTENDANCE

The Secretary shall keep a record of attendance and ensure that only eligible members vote.

ARTICLE 4: BOARD OF DIRECTORS

4.1 COMPOSITION OF THE BOARD OF DIRECTORS

4.1.1 The property and business of the Corporation shall be managed by a Board of a minimum of **three (3)** to a maximum of **nine (9)** Directors, each of whom at the time of one's election shall have been a voting member, in good standing, of the Organization. The MIFC may from time to time increase or decrease the number, of directors within these limits through a special resolution.

4.1.2 The MIFC shall file a certified copy of any special resolution or bylaw determining the number of directors with the Minister of Finance within ten (10) days after it has been confirmed by the members.

4.1.3 Not more than **one (1)** Director shall be an **Associate Member** at any time.

4.1.4 The Board may appoint a **Youth Advisor** to the Board from youth who express an interest in writing. The Youth Advisor shall advise the Board on youth issues but shall not have the right to vote. The Youth Advisor shall have attained the minimum age of sixteen (16), and no older than twenty-four (24) years.

4.1.5 The Board may appoint an **Elder Advisor** to the Board by offer of tobacco. The Elder Advisor shall act as an advisor to the Board but shall not have the right to vote.

4.2 ADDRESSING NEPOTISM

4.2.1 Nepotism shall be in all instances avoided. No two family members shall participate on the Board, or the Board and employees of the Friends Cultural Centre. Should any related individual be hired during the term of office of any director, the related director shall immediately resign prior to the family member reporting to work at the Muskoka Indigenous Friends Cultural Centre.

4.2.2 Further clarification of nepotism avoidance is that only one member per household may serve as a director during any single term of office.

4.2.3 Only one member per immediate family shall serve as a director during any single term of office.

4.2.4 *Immediate family member shall be defined as: mother, father, son, daughter, brother, sister, spouse, common-law partners, uncle, aunt, nephew, niece, first-cousin, grandparent, grandchild, or any individual, irrespective of relationship, that currently lives in the same household.*

4.3 POWERS AND DUTIES OF THE BOARD

4.3.1 The business of the MIFC shall be under the direction and control of the directors who may exercise all such power as may be exercised by MIFC and do all such acts and things as may be done by MIFC, which are not, by the bylaws of the MIFC or by the provisions of the Act, expressly directed or required to be done at meetings of the members.

4.3.2 Without in any way derogating from the foregoing, the directors are expressly empowered, from time to time, to purchase, lease, or otherwise acquire, alienate, see, exchange, or otherwise dispose of shares, stocks, rights, warrants, options, and other securities, lands, buildings, and other property, movable or immovable, real or personal, or any right or interest therein owned by the MIFC, for such consideration and upon such terms and conditions as they may deem advisable.

4.3.3 No director shall be incapacitated from holding office, nor shall they vacate their office by reason of one's being concerned, or interested in, or participating in the profits of any contract entered into, or work done for MIFC, provided that the director who is in any way directly or indirectly interested in proposed contract with the MIFC shall declare their interest at a meeting of the Directors of the MIFC and such director shall not participate or vote as a director in respect of any meeting considering such contract or agreement in which one is interested directly or indirectly.

4.3.4 The directors shall have the power to authorize expenditures on behalf of MIFC from time to time and may delegate by resolution to an officer or officers or committee of MIFC the right to employ and pay salaries to employees. The directors shall have the power to make expenditures

for the purpose of furthering the objectives of the MIFC. The directors shall have the power to enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interest of the MIFC in accordance with such terms as the Board of Directors may prescribe.

4.3.5 The Board of Directors shall take such steps as they may deem requisite to enable the MIFC to acquire, accept, solicit, or receive legacies, gifts, grants, settlements, bequests, endowments, and donations of any kind whatsoever for the purpose of furthering the objects of the MIFC.

4.3.6 The Board's responsibilities include the following:

- a) Establishing and annually reviewing objectives, goals, policies, for the MIFC and presenting the above to the general membership.
- b) The Board shall appoint a Chair from among the Directors and may appoint any other person to be Vice Chair, Treasurer, and Secretary at the Board's first meeting following the AGM of the MIFC. The same person may hold two (2) or more offices of the MIFC. The Board may appoint Officers as it deems necessary, who shall have such authority and perform such duties as the Board may prescribe from time to time.
- c) Ensuring that an efficient organizational structure is established and that the division of responsibility within the structure is clearly defined, for the implementation of the annual plan.
- d) Ensuring that all legal obligations and agreements with the MIFC are fulfilled.
- e) Supervising and monitoring the financial affairs of the MIFC and making prudent financial decisions in the interests of the members.
- f) Maintaining an adequate level of insurance coverage.
- g) Ensuring that the appropriate Policies and Procedures for any committees are followed.
- h) Approving membership applications.
- i) Coordinating the reports and activities of committees through the liaison member as appointed by the Board; reporting on its activities to each General Members meeting
- j) Hiring, dismissing, and directing employees and/or contract staff, as well as, fixing their remuneration.
- k) Encouraging the participation of the MIFC in the broader Native/Indigenous Cultural Centre movement, and
- l) Ensuring that Board meetings are open to all members and that meeting packages are available to interested parties in advance.

4.3.7 The Board may from time to time amend the Bylaw, which shall not be effective until confirmed, with or without variation, by at least fifty percent + one (50%+1) of the votes cast at a general meeting of the members.

4.4 ELIGIBILITY FOR ELECTION TO THE BOARD OF DIRECTORS

4.4.1 Shall **reside** within the region of The District Municipality of Muskoka, Ontario.

4.4.2 Must be a FULL or ASSOCIATE Member in good standing (with membership dues paid) prior to the AGM.

4.4.3 Shall not be an ASSOCIATE (self identifying Non-Indigenous) member if there is an Associate member currently serving on the Board.

4.4.4 Shall not have a member of the same household (living in the same house) currently serving on the Board.

4.4.5 Shall not have an immediate family member currently serving on the Board.

4.4.6 Shall be clear of criminal charges and of criminal conviction.

4.4.7 Shall not be working for any organization that has any contracts with MIFC or with which MIFC has a networking relationship.

4.4.8 Shall not be a member of a Board of Directors that has any contracts with MIFC or with which MIFC has a networking relationship.

4.4.9 Shall not be an un-discharged bankrupt.

4.4.10 Shall be at least 18 years of age.

4.4.11 Shall not be a current staff member.

4.4.12 Shall not have a spouse/partner, child, grandchild, parent, grandparent, or sibling currently employed by the MIFC other than under the student summer employment program.

4.5 ELECTION OF THE BOARD OF DIRECTORS

4.5.1 Directors shall be elected by the members at an Annual Meeting of Members and shall remain as Directors until their respective successors shall have been duly elected and qualified.

4.5.2 Directors shall be elected for a term of three (3) years and may serve a maximum of three (3) consecutive terms for a total of nine (9) years.

4.5.3 Upon completion of three (3) consecutive terms nine (9) years, a director must step aside for a minimum of one (1) year before being considered as a candidate. The exception would be the past Chair who would continue for one (1) additional year. The purpose is to encourage

opportunities for new members to participate while balancing the need of the MIFC Board to have experienced members.

4.5.4 The positions of Chair, Vice Chair, Treasurer, and Secretary shall be appointed annually by the Board of Directors at the first meeting of the Board of Directors following the Annual General Meeting (AGM) of the members. These positions are for a one (1) year term with maximum of three (3) consecutive terms for a total of 3 years.

4.5.5 Interim vacancies on the Board of Directors, however caused, may, so long as, a quorum of Directors remains in office, be filled by the Directors from among the qualified members of the MIFC, if they shall see fit to do so. Otherwise, such vacancies shall be filled at the next Annual Meeting at which the Directors for the ensuing year are elected. If there is not a quorum of Directors, the remaining Directors shall forthwith call a meeting of the members to fill the vacancy. If the number of Directors shall fall below a quorum, the Board of Directors shall not act in the affairs of the Corporation, save for the purpose of calling a special general meeting of the members of the Corporation to fill vacancies on the Board.

4.5.6 A quorum of the Board for conduct of the business of the Board shall be fifty percent plus one (50%+1) of the total number of Directors (9) of the MIFC. A quorum of the Board of Directors of 3 is two (2).

4.5.7 Nominations for the Board should be received by the Secretary no later than ten (10) days before the date of the Annual General Meeting.

4.6 BALLOTING

4.6.1 Elections of Directors shall be by ballot. Ballots will be made available to members electronically and at designated locations in Muskoka. Any ballot, which contains votes for more directors than the number required to be elected, shall be rejected.

4.6.2 Two scrutineers, chosen by the Board and approved by the membership, will tabulate the ballots. The exact number of votes cast will be kept confidential. The ballots will be destroyed by order of the new Board.

4.7 RESPONSIBILITIES OF INDIVIDUAL DIRECTORS

The responsibilities of directors shall include (in addition to any responsibilities any director may have as an officer) the following:

- a) To attend all meetings of the Board and of the members.
- b) To be prepared for all meetings by reading the relevant reports.
- c) To always have regard for the welfare and financial well-being of the MIFC and
- d) To support and uphold all legal decisions which are confirmed by consensus or majority vote.
- e) To promote and adhere to the MIFC policies and procedures and membership matters.

4.8 VACANCY OF A MEMBER OF THE BOARD

Other than by the natural end of term (see Article 4.5), the office of a Director shall be automatically vacated under any one of the following conditions:

- 4.8.1 The Director resigns office by written notice to the MIFC, which resignation shall be effective at the time it is received by the MIFC or at the time specified in the notice, whichever is later.
- 4.8.2 The Director is found to be incapable of managing property by a court or under Ontario law.
- 4.8.3 Upon the death of the Director
- 4.8.4 The Director is an un-discharged bankrupt.
- 4.8.5 The Director shall for any reason cease to be a member of the MIFC.
- 4.8.6 At a meeting of the Members, the Members by ordinary resolution removes the Director before the expiration of the Director's term of office.

4.9 FILLING VACANCIES

A vacancy on the Board shall be filled as follows, and the Director appointed or elected to fill the vacancy holds office for the remainder of the unexpired term of the Director's predecessor:

- 4.9.1 if the vacancy occurs as a result of the Members removing a Director, the Members may fill the vacancy by an ordinary resolution.
- 4.9.2 if there is not a quorum of Directors or there has been a failure to elect the number of minimum number of Directors set out in the articles, the Directors in office, shall, without delay, call a special meeting of the Members to fill the vacancy and, if they fail to call such a meeting or if there are no Directors in office, the meeting may be called by any Member, and
- 4.9.3 a quorum of Directors may fill a vacancy among the Directors.

4.10 CONDUCT OF THE BOARD OF DIRECTORS

- 4.10.1 The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from his position.
- 4.10.2 No Director shall be eligible for any position as an employee of the Corporation until six (6) months after the date of their resignation and no employee shall be eligible to sit on the Board of Directors until two (2) years after the date of their last day of employment at the Corporation. Although no person will be prohibited from employment at the Corporation because a member of one's family is an employee, or a Director, or Officer of the Corporation, the following provision shall eliminate the potential for nepotism or conflict of interest;

4.10.3 No person will hold or be hired, promoted, demoted, or transferred to a job which requires them to directly supervise or be supervised by a member of one's own immediate family.

4.10.4 No employee, Director, or Officer of the Corporation shall participate in the recruitment, election, and appointment of one's own family member.

4.10.5 Board members or any individuals invited to serve on an employee short listing committee or hiring committee shall remove themselves "entirely" if any family member applies for and is being interviewed for a position with the Corporation.

4.11 MEETINGS OF BOARD OF DIRECTORS

4.11.1 Regular Board meetings will be held no less than quarterly at a time and date determined by the Board. Board meetings can be held at any physical location in Muskoka, or using electronic and/or telephone meetings.

4.11.2 No formal notice of any such meeting shall be necessary if all the Directors are present, or if those absent have signified their consent to the meeting being held in their absence. Directors' meetings may be formally called by the Chair or Vice Chair or by the Secretary on the direction of the Chair or Vice Chair, or by the Secretary on the direction of the writing of three (3) Directors.

4.11.3 Notice of such meetings of the Directors shall be delivered, telephoned, emailed, or faxed to each Director not less than one (1) day before the meeting is to take place, but as a general rule, every effort shall be made to give at least one (1) week notice to each Director. The statutory declaration by the Secretary or Chair that notice has been given pursuant to this bylaw shall be sufficient and conclusive evidence of the giving of such notice.

4.11.4 The Board may appoint a day or days on any month or months for regular meetings at an hour to be named and of such regular meetings no notice need be sent. A Directors meeting may also be held, without notice, immediately following the Annual Meeting of the Corporation.

4.11.5 The Directors may consider or transfer any special or general business at any meeting of the Board.

4.11.6 The Chair, or in their absence, a Vice Chair or such other Director as the Board may from time to time appoint for the purpose, shall preside at all meetings of Directors.

4.12 ERRORS IN NOTICE OF THE BOARD

No error or omission in giving notice for a meeting of Directors shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting and any Director may at any time waive notice of any such meeting and may ratify and approve of any or all proceeding taken or had thereat.

4.13 FIRST BOARD MEETING FOLLOWING AGM

The first meeting of the Board may be held immediately following an Annual General Meeting. It is not necessary to give notice of such meeting to the newly elected directors in order to legally constitute the meeting, provided that a quorum of directors is present.

4.14 GENERAL ATTENDANCE AT BOARD MEETINGS

In general, all meetings of the Board may be attended by members of the MIFC, except where confidentiality is appropriate, such as, but not limited to, personnel, contracts, and property purchases.

4.15 VOTING AT MEETINGS OF THE BOARD

Questions arising at any meeting of the Directors shall be decided by a majority vote. In case of any equality of voters, the Chair shall have a casting vote. All votes at any such meeting shall be taken by ballot if so demanded by any Director present, if no demand is made, the vote shall be taken by a show of hands. A declaration by the Chair that a resolution has been carried and any entry to the effect in the minutes of the meeting shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes recorded in favor of or against such resolution.

4.16 QUORUM AT BOARD MEETINGS

Quorum is a majority of fifty percent plus one (50%+1) of the Directors and the Board shall not make any decisions without quorum present. (2/3 if 3 Directors).

4.17 LIMITATION OF LIABILITY

A Director's liability is limited by the terms set out in the Act.

ARTICLE 5: OFFICERS

5.1 APPOINTMENT OF OFFICERS

The Board shall annually, or as often as may be required, appoint a Chair and a Vice Chair from their Directors. They will also appoint a Secretary and a Treasurer from their Directors. FULL Directors (Indigenous) must fill the offices of Chair and Vice Chair. One person may hold more than one office except the offices of Chair and Vice Chair.

5.2 TERMINATION OF OFFICE

5.2.1 All officers shall be subject to removal by resolution of the directors at any time with or without cause provided that a majority of the Directors vote in favour.

5.2.2 The members may, by resolution passed by a majority of the votes cast at a general meeting duly called for that purpose, remove any officer from their position as officer before the expiry of one's term, and may elect any qualified person in their stead for the remainder of the term.

5.3 INDEMNITIES TO DIRECTORS AND OTHERS

Every Director or Officer of the Corporation or other persons who has undertaken or is about to undertake any liability on behalf of the Corporation or any company controlled by it or their heirs, executors, administrators, and other personal representative, respectively shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Corporation from and against:

5.3.1 all cost, charges, and expenses whatsoever which such Director, Officer, or other person sustains or incurs in or about any action, suit, or proceeding which is brought, commenced, or prosecuted against any Director, Officer, or other person, or in respect of any act, deed, matter, or thing whatsoever which is made, done, or permitted by a Director, Officer, or other person in or about the execution of the duties of one's office in respect of any such liability.

5.3.2 all other costs, charges, and expenses which any Director, Officer, or other person sustains or incurs in or about in relation to the affairs of the Corporation, except such costs, charges, or expenses as are occasioned by any Director's, Officer's, or other person's own willful neglect or default.

5.4 INSURANCE

The MIFC shall maintain insurance based on the need of the Corporation.

5.5 DUTIES OF THE CHAIR AND VICE CHAIR

The Chair shall:

5.5.1 when present, preside at all meetings of the members of the MIFC and the Board of Directors.

5.5.2 be charged with responsibility of the general management and supervision of the affairs and operation of the MIFC.

5.5.3 with the Secretary, or other officers appointed by the Board of Directors, shall sign all bylaws and membership certificates.

5.5.4 The Chair shall perform all duties incidental to the office and shall have such other powers and duties as may from time to time be assigned by the Board of Directors.

5.5.5 During the absence or inability of the Chair to perform one's duties, the powers may be exercised by the Vice Chair, or any person appointed as the Chair by the members; and if the Vice

Chair, or such other director of the Board from time to time be appointed for that purpose, then they shall exercise any such duty or power in the absence or inability as the Chair thereto.

5.5.6 The Vice Chair shall chair all committees established by the Board of Directors unless otherwise directed.

5.6 DUTIES OF THE SECRETARY

5.6.1 The Secretary shall be the ex-officio clerk of the Board of Directors. As such, shall attend all meetings of the Board of Directors and keep, or cause to be kept, an accurate record of all meetings of the members and the Board of Directors. These records shall be submitted in typed form to the Directors prior to the next regular scheduled meeting of the members and/or the Board of Directors.

5.6.2 The Secretary shall give cause to be given all notices required to be given to members and to Directors. The Secretary shall be guardian of the Corporate Seal of the Corporation and of all books, paper, records, correspondence, contracts, and other documents belonging to the Corporation and shall perform such other duties as may from time to time be determined by the Board of Directors

5.7 DUTIES OF THE TREASURER

5.7.1 The Treasurer, or person performing the usual duties of the Treasurer, shall keep or cause to be kept full and accurate accounts of the receipts and disbursements of the Corporation in proper books of account and shall deposit all monies or other valuable affects in the name of and to the credit of the Corporation in such financial institution as may from time to time be designated by the Board of Directors.

5.7.2 The Treasurer shall disburse the funds of the Corporation under the direction of the Board of Directors, taking proper vouchers therefore, and shall render to the Board of Directors at the regular Board meetings, or whenever required of them, an account of all their transactions as Treasurer, and of the financial position of the Corporation.

5.7.3 The Treasurer shall also perform such other duties as may from time to time be determined by the Board of Directors.

5.8 DUTIES OF OTHER OFFICERS

The duties of all other officers of the Corporation shall be such as the terms of their engagement or the Board of Directors requires of them.

5.9 VARIATION OF DUTIES

The Board of Directors may from time to time, vary, add to, or limit the powers and duties of any officer or officers.

5.10 OFFICERS

5.10.1 The Chair, Vice Chair, Secretary, and the Treasurer shall constitute the Officers portion of the Board of Directors.

5.10.2 Officers meetings will be incorporated within regular Board meetings.

5.10.3 shall through the Secretary or some other designated person keep proper minutes of the minutes of the Officers

5.10.4 subject to any limitations and directions that the Directors may make and give from time to time, the Officers may exercise all the powers of the Board of Directors when the Board of Directors is not in session.

5.11 REMUNERATION OF DIRECTORS AND OFFICERS

The directors and officers of the MIFC shall serve without remuneration but may be reimbursed any necessary expenses incurred by them about the business of the MIFC. The directors and officers shall also be entitled to be reimbursed their travelling or other expenses properly incurred by them in connection with the business of the MIFC.

No Director shall, directly or through an associate, receive a financial benefit, through a contract or otherwise, from the Corporation if it is a charitable organization unless the provisions of the Act and the law applicable to charitable corporations are complied with.

5.12 DUTY OF CONFIDENTIALITY

No director or officer shall disclose or, as far as possible, permit disclosure of, any matters considered by the directors or officers or coming to the directors or officers notice of attention as directors or officers about members of the MIFC, which are of a confidential or private nature, to persons outside the board meetings. Such matters shall include personal information about individual members, staff issues and information relating to the business of the MIFC where confidentiality is appropriate to preserve the MIFC position against third parties.

If any employee, contractor or other member of the MIFC is present at a board meeting where confidential matters are considered and becomes aware of such confidential information, such persons shall have an obligation not to disclose and not to permit disclosure of such information to any person not present at the board meeting.

The minutes of board meetings shall include details of all items of business discussed, but details of confidential matters shall not be included in or shall be deleted from any copies of the minutes circulated to members or posted in a public place.

Failure to comply will result in the dismissal of that officer or director.

5.13 FIDUCIARY DUTIES

Fiduciary: one who holds something in trust for another.

The category of fiduciaries shall include all directors, officers, and committee members of the MIFC.

Every fiduciary of the MIFC in exercising one's powers and discharging their duties shall:

- a) Act honestly and in good faith with a view to the best interest of the MIFC; and
- b) Exercise the care, diligence, and skill that reasonable, prudent person would exercise in comparable circumstances.

Every fiduciary of the MIFC shall comply with the Act, the Articles of Incorporation, the bylaws, and resolutions of the MIFC.

5.14 CONFLICT OF INTEREST

Every director, fiduciary, member and/or representative of a member who has, directly or indirectly, any material interest in any contract or transaction to which the MIFC is or is to be a party (including staff), shall, unless the subject of the contract or transaction is of a type available to all members of the MIFC, declare one's interest in such contract or transaction at a meeting of the directors and/or members and shall at that time disclose the nature and extent of such interest, in accordance with the provisions of s.98 of the Act and shall not speak and/or vote at any meeting and shall not in respect of such contract or transaction be counted in the quorum for the meeting. The Chair, at their discretion, can ask the member in conflict to leave the meeting, allowing the remaining members the ability to speak frankly.

ARTICLE 6: COMMITTEES

6.1 COMMITTEES STRUCK BY THE BOARD

The Board may strike committees from time to time as it deems necessary. The Board shall determine the terms of reference of a committee and its composition, shall appoint a Chair, shall assign a Director to be a liaison with the committee and shall carry out such other matters as may be appropriate in accordance with this bylaw.

6.2 COMMITTEE MEMBERSHIP

The members of each committee shall be recruited from among the MIFC's membership and confirmed by the Board. Following each Annual General Meeting, the Board shall review all committees. A member who cannot continue on a committee shall inform the Chair in writing.

6.3 DUTIES OF COMMITTEES

Each committee is responsible for meeting its terms of reference. It shall report in writing or verbally to the Board and membership as requested, send a representative to Board or general meetings as requested, shall appoint a Secretary who shall keep minutes of all meetings, making them available to the Board and membership at all times.

6.4 QUORUM

A quorum of a committee shall be fifty percent plus one (50%+1) of their members unless there are 3 or less members, in which case 2 members must be present.

6.5 AUTHORITY OF THE BOARD

No committee may spend any money, authorize any expenditure, or enter into any contract without the authority of the Board of Directors.

ARTICLE 7: FINANCIAL

7.1 FISCAL YEAR

The fiscal year of the MIFC shall end on December 31 in each year, unless and until otherwise ordered by the Board of Directors.

7.2 BUDGET

The Board shall each year approve a budget and present it to the members, where a budget is appropriate.

7.3 AUDITOR

The members may appoint an Auditor at an annual or general members meeting. If an Auditor is secured, that person will be a chartered accountant or chartered accounting firm or corporation familiar with accounting for Cultural Centres. The Auditor will report the findings, in writing, to the membership at a meeting called for that purpose. The Board shall fix the remuneration of the Auditor. The Auditor shall at all reasonable times have access to the books, accounts, and vouchers of the MIFC and the directors and officers of the MIFC shall provide them with such information and explanations as may be necessary for the performance of their duties.

7.4 AUDITOR'S REPORT

The Auditor shall report to the members on the financial position of the MIFC at the Annual General Meeting. The Auditor shall state in their reports whether, in their opinion, the financial statements referred to therein present fairly the financial position of the MIFC and the results of its operation for the period under review in accordance with generally accepted accounting practice and in a manner consistent with the previous period.

7.5 SIGNING AUTHORITY

All cheques shall be signed by any two of three directors or officers.

7.6 CHEQUES AND DRAFTS

All cheques, bills of exchange, or other orders for the payment of money or other evidence of indebtedness issued, accepted, or endorsed in the name of the MIFC shall be signed by such officer or officers, director or directors, agent or agents that alone are permitted to endorse notes and drafts for collection on accounts of the MIFC through its bankers and endorse notes and cheques for deposit with MIFC's bankers for the credit of the MIFC or the same may be endorsed "for collection" or "for deposit" with the bankers of the MIFC by using the MIFC's rubber stamp for that purpose. Any of such officers or agents so appointed may arrange, settle, balance, and certify all books and accounts between the MIFC and the MIFC's bankers and may receive all paid cheques and voucher and sign all the bank's forms of settlement of balance and release or verification slips.

7.7 DEPOSITS

The funds of the MIFC may be deposited from time to time to the credit of the MIFC with such bank or banks or trust company or trust companies or with such bankers as the Board of Directors may approve, from time to time by resolution.

7.8 BOOKS AND RECORDS

The Directors shall see that all necessary books and records of the MIFC required by the bylaws of the MIFC or by any applicable statute or law are regularly and properly kept including, proper books of account with respect to all sums of money received and expended by the corporation in the manner in respect of which such receipts and expenditures take place, all sales and purchase of securities and other property by the MIFC, the assets and liabilities of the MIFC and all other financial transactions affecting the financial position of the MIFC. All books and records of the

MIFC shall be kept at the head office of the MIFC or at such other place in The District Municipality of Muskoka as the Board of Directors deem appropriate, and shall at all time be open to inspection by the Directors.

ARTICLE 8: EMPLOYEES

8.1 HIRING OF EMPLOYEES

Successful candidates will be hired on merit, while the Board of Directors will ensure that there is no conflict of interest as outlined within the bylaws.

8.2 BOARD SUPERVISION OF EMPLOYEES

It is the Board's responsibility to supervise and direct the MIFC employees. It shall ensure that an appropriate job description for each position is drawn up and that proper procedures for reporting, and authorized areas of decision making are established and followed. The Chair, or other persons appointed by the Board, shall be responsible for liaison with employees between the Board meetings.

8.3 REMUNERATION

Contracts will be drawn up and signed between the MIFC and all permanent employees outlining the salary, the number of hours to be worked, the job description of the employee and any other provision agreed to by the Board and the employee. A MIFC employee may be a member of the MIFC but shall not be a director.

ARTICLE 9: BYLAWS, POLICIES AND PROCEDURES

9.1 BYLAWS

Bylaws are intended to deal with and embody permanent features of the organization of the MIFC. Bylaws and amendments to existing bylaws must be passed by the Board and shall not be effective until confirmed, with or without amendments, by at least fifty percent plus one (50%+1) of the votes cast at a general meeting of the members.

9.2 ORGANIZATIONAL POLICIES

Organizational Policies are fundamental continuing decisions on the part of the membership as to how the affairs of the MIFC should be organized and managed. Organizational Policies may be adopted by resolution of the members at a meeting duly called for the purpose and may be amended in the same manner. Areas of concern where Organizational Policies are appropriate

may include Budgeting, Personnel, Hiring, Community Relations, Education, and Committee Operational Guidelines.

9.3 PROCEDURES

Procedures deal with the mechanisms required to carry out the intent and purposes of the MIFC's bylaws and policies. Procedures will be developed and prepared in written form by committees and staff and must be approved by the Board and may only be amended by the Board. The Board and staff shall, where they consider any procedure a matter of concern to the members generally, distribute copies to the members or otherwise publicize the Procedure.

9.4 RECORDS OF POLICIES AND PROCEDURES

The Secretary shall maintain records of all bylaws, policies, and procedures, which have been adopted by the MIFC. Such records shall be maintained in separate sections of the MIFC's Minute Book. Such sections (as well as the rest of the Minute Book) shall be available for inspection by the members at all reasonable times. The Secretary shall from time to time publish a complete statement of all bylaws and policies and procedures in force (including all amendments).

9.5 PRIORITY

Insofar as possible, bylaws, policies, and procedures of the MIFC shall not conflict with each other or with the Ontario Not-For-Profit Act, and Articles of Incorporation of the MIFC. In the event of a conflict, the order of priority shall be first, the Acts; second, the Articles of Incorporation of the MIFC; third Bylaw #1; fourth, Policies and Procedures.

9.6 ENACTMENT, REPEAL, AND AMENDMENT OF THE BYLAWS

The bylaws of the MIFC shall be enacted, repealed, or amended by the Directors of the MIFC at a meeting of the Board of Directors and sanctioned by an affirmative vote of at least a majority of voting members at a meeting of the members duly called for the purpose of considering the said bylaw. Bylaws so enacted, repealed, or amended by the Board of Directors shall, unless confirmed at a meeting of the members of the Corporation duly called for that purpose, have force only until the next annual meeting (AGM) of the members of the Corporation, and in default of confirmation at such annual meeting shall at, and from that time, cease to be in effect.

9.7 RULES AND REGULATIONS

The Board of Directors may prescribe such rules and regulations not inconsistent with the bylaws of the Corporation relating to the management and operation of the Corporation as they deem expedient, provided that such rules and regulations shall have force and effect only until the next annual meeting (AGM) of the members of the corporation when they shall be confirmed and failing such confirmation at such annual meeting (AGM) of the members, shall from that time, cease to have any further force and effect.

ARTICLE 10: EXECUTION OF DOCUMENTS

10.1 EXECUTION OF DOCUMENTS

10.1.1 Deeds, transfers, licenses, contracts, documents, or engagements in writing requiring the signature of the MIFC shall be signed by either the Chair or Vice Chair, and by the Secretary, and the Secretary shall affix the Seal of the Corporation to such instruments as require the same. All contracts, documents, or instruments in writings or signed shall be binding upon the MIFC without any further authorization or formality.

10.1.2 Contracts in the ordinary course of the MIFC's operations may be entered into on behalf of the MIFC by the Chair, Vice Chair, and Treasurer, or by any person authorized by the Board of Directors.

10.1.3 All contracts to be entered into, other than in the ordinary course of MIFC business, shall be submitted to the Board of Directors for approval and if approved, shall be signed in the name of the MIFC by such persons as the Directors may appoint, and failing appointment, by any two (2) Directors, and the Seal of the Corporation may be affixed thereto.

10.1.4 The Chair, Vice Chair, the Directors, Secretary, or Treasurer, or any one of them, or any person or persons from time to time designated by the Board of Directors may transfer any and all shares, bonds, or other securities from time to time standing in the name of the MIFC in its individual or any other capacity or as Trustee or otherwise and may accept in the name and on behalf of the MIFC transfers of shares, bonds, or other securities from time to time transferred to the MIFC, and may affix the Corporate Seal to any such transfers or acceptances of transfers an may make,

10.1.5 Notwithstanding any provision to the contrary contained in the bylaws of the MIFC, the Board of Directors may at any time, by resolution, direct the manner in which, and the person or persons by whom, any particular instrument, contract of obligation of the MIFC may or shall be executed.

10.2 INVESTMENT OF SURPLUS FUNDS

The Board may invest the surplus funds of the MIFC in such short-term securities or other forms as it may deem fit. The Board shall not invest any funds of the MIFC in any security having a maturity date of over one year from the time of the investment without the authority of a resolution of the members.

10.3 RESERVE REPLACEMENT FUND

The Board will determine from time to time a reserve fund to cover expected and unexpected repairs to the MIFC assets.

10.4 DEPOSIT OF SECURITIES FOR SAFEKEEPING

The securities of the MIFC may be deposited from time to time for safekeeping with one or more bankers, trust companies, or other financial institutions selected by the Board of Directors. Any and all securities so designated may be withdrawn, from time to time, only upon the written order of the MIFC, signed by such officer or officers, agent or agents of the MIFC and in such manner as shall be determined by resolution for specific instances. Any institution which may be so selected as custodian by the Board of Directors shall be fully protected in acting in accordance with the directions of the Board of Directors and shall be in no event liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

10.5 BORROWING AND GIVING SECURITY

The Board of Directors of the MIFC may from time to time:

10.5.1 borrow money on the credit of the MIFC in such amounts and on such terms as may be deemed expedient by obtaining loans or advances, or by way of overdraft or otherwise;

10.5.2 issue debentures or other securities of the MIFC;

10.5.3 pledge or sell such debentures or other securities for such sums and at such prices as may be deemed expedient/

10.5.4 mortgage, hypothecate, charge, or pledge, or give security in any manner whatsoever upon, all or any of the property, real or personal, immovable or movable, undertaking and rights of the MIFC, present or future, to secure any debentures or other securities of the MIFC, present or future, or any money borrowed or to be borrowed or any obligation or liability of the MIFC, present or future.

10.5.5. conduct lotteries (where applicable by law)

10.5.6 from time to time, the Board of Directors may authorize any officer or officers or any employee of the MIFC or any other person to make arrangements with reference to the monies borrowed or to be borrowed as aforesaid and as to the terms and conditions of the loans thereof and as to the securities to be given therefore, with power to vary or modify such arrangements, terms and conditions and to give such additional securities for any monies borrowed or remaining due by the MIFC as the Directors may authorize, and to generally manage, transact, and settle the borrowing of money by the MIFC.

10.5.7 The Chair and/or Vice Chair or Secretary are authorized and directed to place their hands and the Seal of the Corporation upon this bylaw and to cause it to be entered into the MIFC's Minute Book.

ARTICLE 11: DISSOLUTION

11.1 DISSOLUTION OF THE CORPORATION

Upon the dissolution of the MIFC and after the payment of all debts and liabilities, the remaining property of the MIFC shall be distributed to a recognized registered charitable organization.

ARTICLE 12: EFFECTIVE DATE

This bylaw shall come into force when enacted by the directors, subject to the provisions of the Act.

ENACTED AS BYLAW #1, by the Board on the 28th day of April, 2024 in the Town of Gravenhurst, The District Municipality of Muskoka in the Province of Ontario.

Chair Signature

Theresa Buker

Chair (please print)

Vice Chair Signature

Diane Baldwin

Vice Chair (please print)

CONFIRMED by majority of the members entitled to vote at a meeting of members at which quorum was present, duly called and held on the 4th day of May, 2024.
